MARVEL COMICS

AVENGERS®

GUEST-STARRING the AMAZING SPIDER-MAN!®

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THE AVENGERS VS. THE HORDES OF NEBULA--™

--FOR THE LIFE OF STARFOX!™

RYAN/PALMER

Stan Lee PRESENTS: THE MIGHTY AVENGERS!

SPIDERS and STARS

BEHIND AND BELOW THE BLUE-GREEN DISK OF THE EARTH DROPS SWIFTLY AWAY AS THE POWERFUL ENGINES OF AN AVENGERS QUIN-JET DRIVE IT UP AND OUT OF THE THIN FILM OF LIFE-SUPPORTING ATMOSPHERE.

AT THE HELM, TWO OF THE MOST POWERFUL OF THE WORLD'S GREATEST UNION OF SUPERHEROES, THE SYNTHEZOID KNOWN ONLY AS THE VISION...

...AND THE ARMORED AVENGER WHOSE BRIGHT HUED ACCOUTERMENTS BELIE HIS MORE STOIC NOMENCLATURE: IRON MAN.

THE GRIM SET OF THEIR ARTIFICIAL FACES REVEALS THE SERIOUS NATURE OF THE MISSION THAT SENDS THEM STREAKING STARWARD THIS DAY.

YET EVEN THESE SEASONED WARRIORS CANNOT BEGIN TO GUESS THE TRUE IMPORTANCE OF THE EVENTS THAT WILL UNFOLD BEFORE THEM.

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OVER THE MUTED HUM OF THE ENGINES, THE VISION SPEAKS IN THE CHILLING MONOTONE THAT IS HIS ONLY MEANS OF EXPRESSION...

CLEAR OF ATMOSPHERE. SWITCHING TO SPACIAL NAVIGATION SYSTEMS.

COPY, VISION, THOUGH I DON'T THINK WE'LL BE NEEDING THE INTERPLANETARY GUIDANCE EQUIPMENT. NOT IF THE AUTOMATIC TRACKING SYSTEMS BACK AT H.Q. WERE CORRECT.

"IT'S JUST POSSIBLE THEY WERE AFFECTED BY THE MYSTERIOUS FLASHES OF *NULL ENERGY* THAT HAVE BEEN BLANKETING THE EARTH...*

*NOTE: THIS ISSUE OPENS BEFORE THE END OF LAST ISSUE. IRON MAN DOES NOT KNOW THE REST OF THE AVENGERS WILL SOON SOLVE THAT PARTICULAR MYSTERY.~H.M.

"...BUT IF THEY *WEREN'T* WE KNOW *STARFOX* IS OUT THERE, AND HE WAS TRYING TO SEND US SOME KIND OF *ALERT* BEFORE HE WAS ABRUPTLY *CUT OFF*...

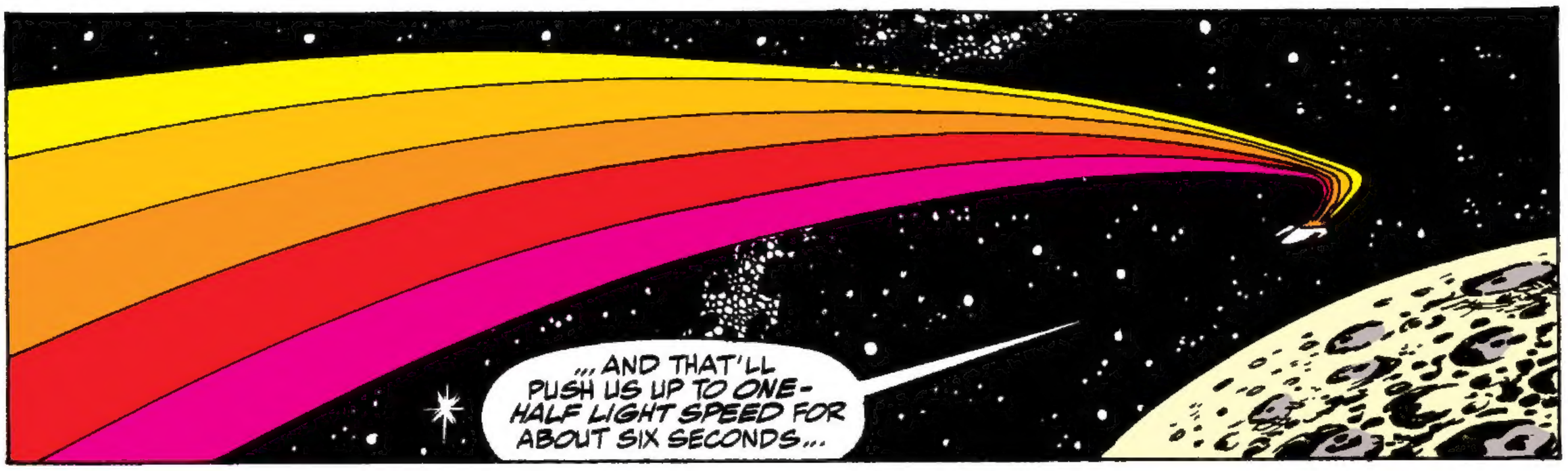
*IN ISSUE #314. --HOWARD AGAIN

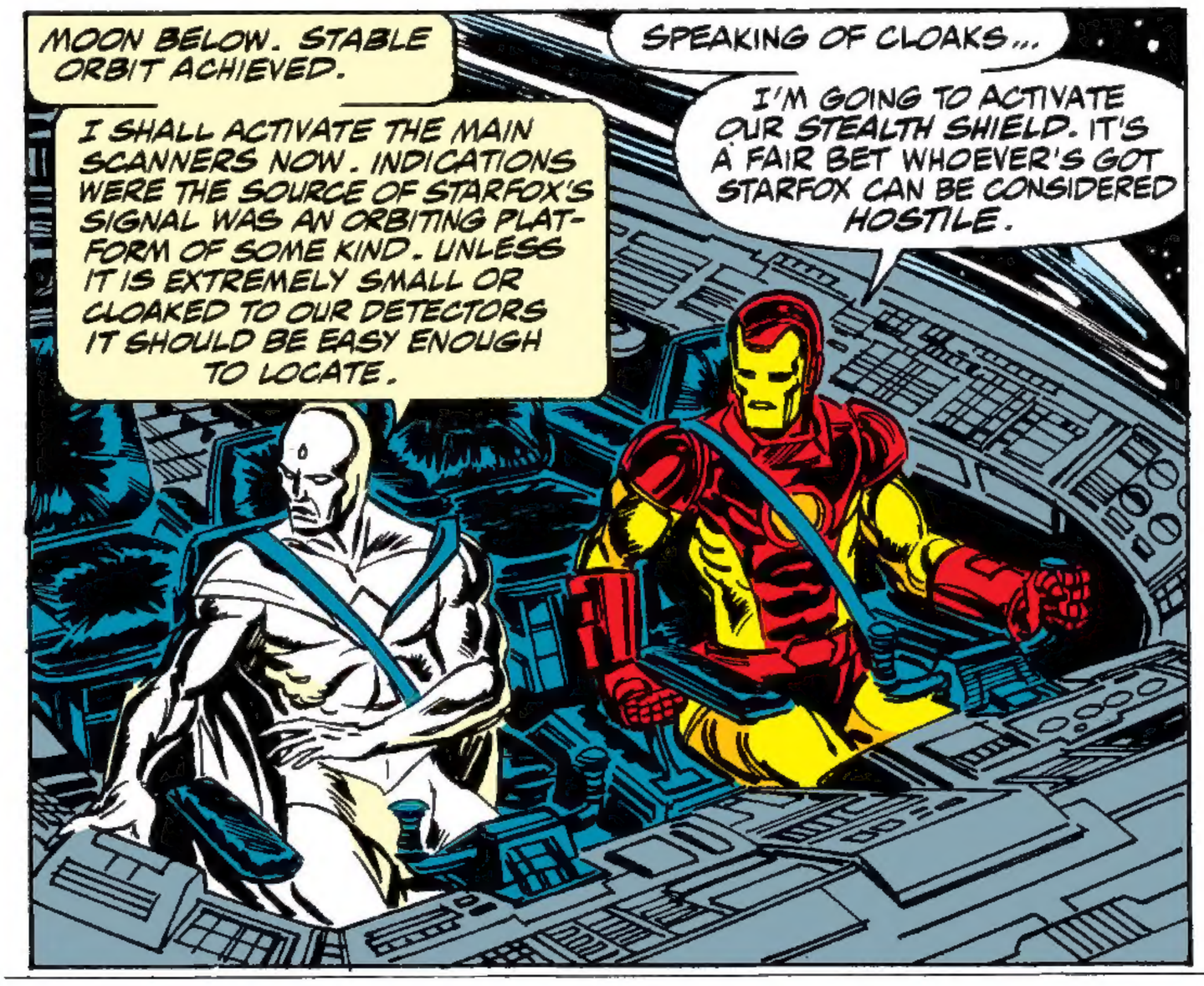
...AND THAT MESSAGE CAME FROM SOMEWHERE NEAR THE *MOON*...

...A TARGET WE DON'T NEED THE NAVIGATION SYSTEMS TO FIND!

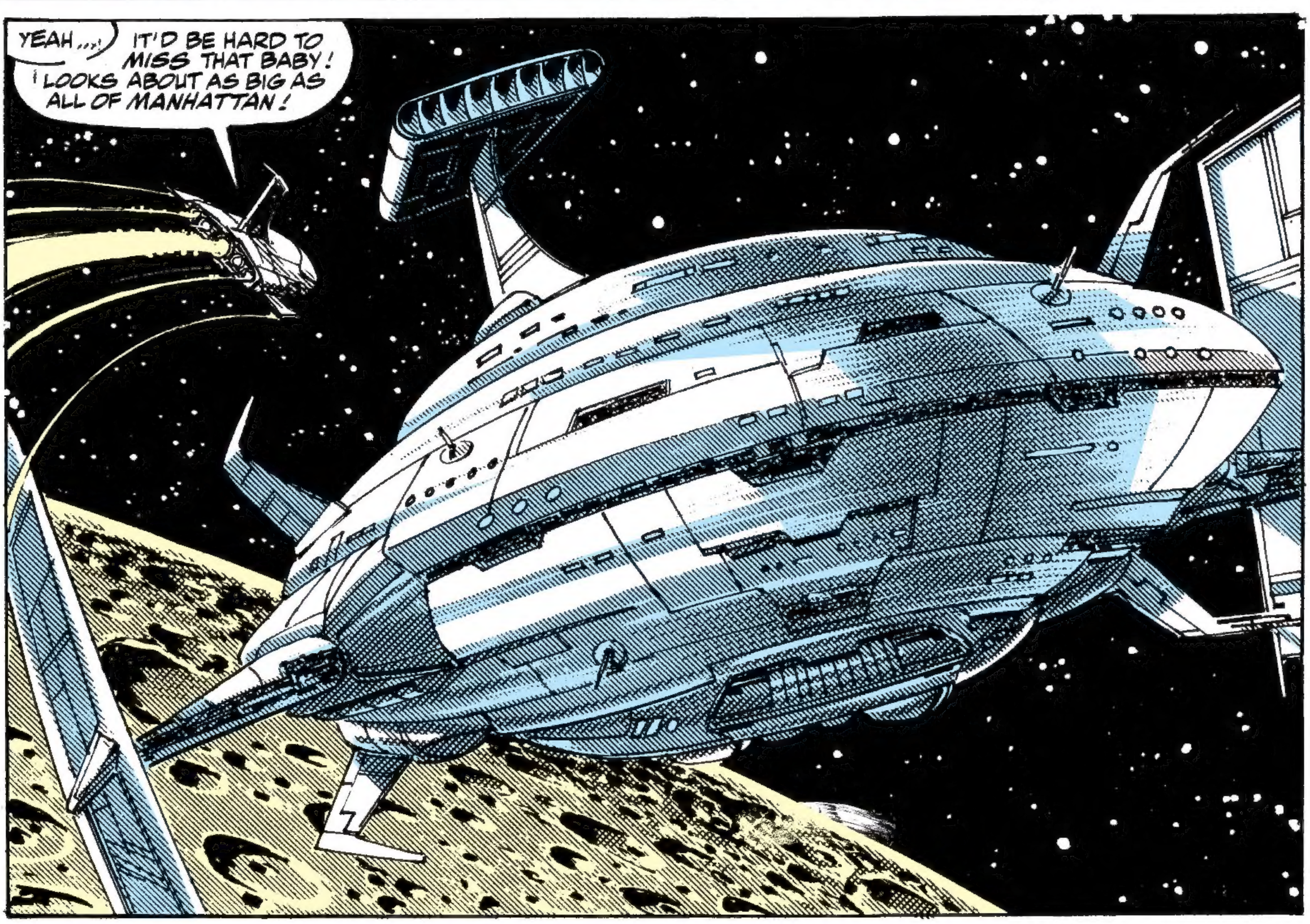
NOW, HANG ON, VISION...

I'M PUNCHING IN THE *PHOTON DRIVE*...


...AND THAT'LL PUSH US UP TO ONE-HALF LIGHT SPEED FOR ABOUT SIX SECONDS...


MOON BELOW. STABLE ORBIT ACHIEVED.
I SHALL ACTIVATE THE MAIN SCANNERS NOW. INDICATIONS WERE THE SOURCE OF STARFOX'S SIGNAL WAS AN ORBITING PLATFORM OF SOME KIND. UNLESS IT IS EXTREMELY SMALL OR CLOAKED TO OUR DETECTORS IT SHOULD BE EASY ENOUGH TO LOCATE.
SPEAKING OF CLOAKS...
I'M GOING TO ACTIVATE OUR STEALTH SHIELD. IT'S A FAIR BET WHOEVER'S GOT STARFOX CAN BE CONSIDERED HOSTILE.

I HAVE A CONTACT, IRON MAN.
WHEN WE RISE ABOVE THE HORIZON WE SHOULD MAKE VISUAL CONTACT...


YEAH...
IT'D BE HARD TO MISS THAT BABY! LOOKS ABOUT AS BIG AS ALL OF MANHATTAN!

PERHAPS A SLIGHT EXAGGERATION, IRON MAN...

...THOUGH THIS VESSEL IS CERTAINLY LARGER THAN ANY WE HAVE RECENTLY ENCOUNTERED.

ITS CONFIGURATION IS UNKNOWN. IT DOES NOT MATCH THE NORMAL CONSTRUCTION FORMS OF ANY ALIEN SPACE CRAFT RECORDED IN OUR COMPUTER FILES.

STILL, IT IS ALIEN...

...AND IT IS THE LEADING CANDIDATE FOR STARFOX'S CURRENT LOCATION. WE'D BETTER GO OVER THERE AND HAVE A NOSE 'ROUND.

AGREED.

SHALL WE PREPARE OURSELVES FOR THE JOURNEY THROUGH INTERVENING SPACE...?

YES...

FUNNY... ALL THE CHANGES I'VE MADE IN MY ARMOR OVER THE YEARS... I'VE BEEN INCLINED TO THINK OF THEM AS *IMPROVEMENTS*, AND I SUPPOSE MOST OF THEM *ARE*...

YET THERE WAS A TIME I COULD HAVE MADE THIS JUNKET WITHOUT HAVING TO STRAP ON ALL THIS CUMBERSOME ADDITIONAL EQUIPMENT.

NOTATION: ALTHOUGH THIS IRON MAN PROFESSES TO BE SOMEONE OTHER THAN ANTHONY STARK, THE ORIGINAL USER OF THAT ARMOR--

--HE CONTINUES TO SPECIFY REFERENCES WHICH ONLY STARK WOULD LOGICALLY MAKE.

YEP... TIME WAS I ONLY NEEDED TO ACTIVATE MY SUIT'S ATMOSPHERE SEALS...

AND I'D BE AS READY TO GO AS I AM NOW!

STILL, TIME ENOUGH FOR *RUMINATIONS* ONCE WE'VE DEALT WITH WHATEVER LIES WITHIN THAT SHIP!

READY, VISION? I'M SWITCHING TO OUR SECURITY WAVE-BAND...

...NOW!

RECEIVING YOUR TRANSMISSION, IRON MAN.

THAT APPEARS TO BE AN AIR-LOCK OUTER HATCH JUST ABOVE THE SMALL ENGINEERING BLISTER AHEAD.

IT WOULD SEEM A LOGICAL POINT TO SEEK INGRESS...

GOT IT.

IF THAT *IS* A DOOR OF SOME KIND, AT LEAST IT SUGGESTS OUR UNEXPECTED VISITORS ARE OF MORE OR LESS *HUMAN* PROPORTIONS.

A LOGICAL DEDUCTION, THOUGH CLOSER OBSERVATION REVEALS THIS HULL IS CRAFTED OUT OF AN ALLOY UNKNOWN TO OUR SCIENCE.

NOT SURPRISING. HMM...

THIS IS OBVIOUSLY THE *CONTROL PANEL* FOR THAT HATCH.

I'LL SEE IF I CAN FIND A WAY TO PLUG INTO IT AND USE MY ONBOARD *MICRO-COMPUTERS* TO RUN ALL THE POSSIBLE COMBINATIONS OF *ACCESS CODES*.

"NOW ALL WE NEED TO WORRY ABOUT IS IF THIS THING HAS AN *ALARM* THAT'S BUILT TO SOUND IF THE *WRONG* CODE IS PUNCHED IN.

"LET'S HOPE OUR SOON-TO-BE *HOSTS* AREN'T *THAT* PARANOID..."

YOUR CONTINUED RESISTANCE IS *USELESS!*

I KNOW WHO YOU ARE, AND I KNOW YOU ARE ONE OF THE AVENGERS.

YOUR PRESENCE HERE IS *UNDOUBTEDLY* CONNECTED WITH MY SUDDEN LOSS OF CONTACT WITH *NEBULA!*

TELL ME WHAT YOU KNOW!
TELL ME HOW MUCH OF MY MISTRESS'S PLANS THE HUMANS HAVE UNCOVERED!
I DO NOT HAVE TO TELL YOU WE HAVE THE MEANS ABOARD THIS SHIP TO FORCE THE KNOWLEDGE FROM YOU. TO DRAIN YOUR MIND ENTIRELY, IF NEEDS BE!
BUT SUCH EXTREME METHODS SHOULD NOT BE NECESSARY!

YOU ARE EROS OF TITAN! YOU ARE RELATED TO MY MISTRESS NEBULA BY BLOOD!
YOUR LOYALTY SHOULD LIE WITH HER, NOT THE SQUIRMING BLOBS OF PROTOPLASM ON THE INSIGNIFICANT DIRT BALL BEYOND THE SATELLITE WE NOW ORBIT!

SPEAK TO ME NOT OF LOYALTY, RIGELLIAN!
IT IS TRUE NEBULA IS THE GRANDDAUGHTER OF MY EVIL BROTHER, THANOS...
BUT I HAVE STOOD IN THE WAY OF HIS DARK SCHEMES MANY TIMES, JUST AS I STAND IN NEBULA'S WAY! I HAVE SEARCHED MANY MONTHS TO FIND HER AGAIN, AND WHATEVER HER PLAN, I MEAN TO STOP HER!

SPARE ME YOUR VERBAL POSTURINGS, EROS OF TITAN!
IN THOSE MONTHS YOU COULD NOT FIND US, MY LADY NEBULA AND I HAVE TRACKED ACROSS THE VAST EXPANSES OF THIS UNIVERSE.
WE HAVE GATHERED TOGETHER SCRAPS OF ANCIENT KNOWLEDGE, WHICH, BROUGHT TOGETHER, FORM THE KEY TO UNLOCK ALL THE SECRETS OF THE COSMOS!

PERHAPS, GUNTHAR.
I HAVE SEVERAL TIMES OVERHEARD MY GRANDNIECE PROCLAIMING THAT THIS PRESENT VENTURE WILL MAKE HER RULER OF THE UNIVERSE...
YET ALL I HAVE THUS-FAR SEEN IS THE EXPECTED TRIUMPH OF THE AVENGERS!
WHAT... ??

PIG!!

UH-NGH !!

IF NOTHING ELSE YOU HAVE *REMINDED* ME OF MY DUTY TO THE LADY !

THIS *INTERROGATION* CAN BE RESUMED ONCE I HAVE CONTACTED NEBULA AND LEARNED HER *FATE* !

OH, I'VE DONE MORE THAN JOG YOUR MEMORY, RIGELLIAN !

AS I *HOPED*, BY GOADING YOU INTO A DISPLAY OF BRUTE FORCE...

...I'VE MANAGED TO TRICK YOU INTO *DISLODGING* ONE OF THE *ELECTRODES* IN THIS CURSED *NEURAL-NEUTRALIZER* HELMET.

I STILL CAN'T USE MY *PLEASURE POWER* AT MAXIMUM EFFICIENCY...

...BUT I BELIEVE I CAN BEGIN NOW TO WORK SOME *SMALL* MISCHIEF IN THESE GUARDS...

>??<

CURIOUS...

MY INSTRUMENTS SHOW SOME KIND OF *DISPLACEMENT* HAS OCCURRED IN THE VICINITY OF NEBULA. AS IF A PIECE OF SPACE-TIME HAS BEEN *FOLDED* UPON ITSELF!

THE EFFECT MUST HAVE BEEN THE BRIEFEST *TRANSIENT*. THERE IS ONLY THE TINIEST *TRACE* OF IT LEFT IN THE AUTOMATIC RECORDING SYSTEMS.

SO *SMALL* A READING, IN FACT...

"...THAT IT CAN REALLY HAVE BEEN OF NO CONSEQUENCE WHATSOEVER!"

WOW!

DO YOU GUYS KNOW HOW TO PARTY, OR WHAT?

CAPTAIN AMERICA...

THE DEED IS DONE?

IT IS INDEED, THOR...

THOUGH IT MOST ASSUREDLY WOULD *NOT* HAVE BEEN, BUT FOR OUR YOUNG WALL-CRAWLER HERE.

AW, SHUCKS, T'WEREN'T NOTHING...

SERSI...

EVERYTHING'S RETURNED TO NORMAL. THE UNIVERSE IS *RESTORED*, AND IT'S AS IF WE NEVER LEFT!

WHILE THOSE FOOLS STAND ABOUT *CONGRATULATING* THEMSELVES I CAN *SEIZE* THE MOMENT!

NEBULA TO GUNTHAR. EMERGENCY TELEPORTATION! NOW!

MISTRESS! ARE YOU--

NO TIME FOR QUESTIONS!

JUST DO...

NEBULA! WHERE IS SHE?

GONE!

THE WITCH HATH USED THE MOMENT OF OUR JUBILATION TO MAKE GOOD HER ESCAPE!

OH, I WOULDN'T BE SO SURE OF THAT, ODINSON! AS SERSI SAID, VIRTUALLY NO TIME ELAPSED WHILE WE WERE IN THE NEUTRALIZED UNIVERSE!

SINCE IRON MAN AND THE VISION WERE ON THEIR WAY TO HER SHIP WHEN EVERYTHING BLINKED OUT, I THINK NEBULA MAY FIND A RATHER RUDE SURPRISE AWAITING HER WHEN SHE GETS HOME!

SO THAT'S GAME OVER FOR THE BLUE LADY?

AS GOOD AS, SPIDER-MAN.

I SHOULD THINK IRON MAN AND THE VISION WILL BE ABLE TO WRAP UP THIS AFAIR WITHOUT TOO MUCH FUSS.

VICTORY! MY VERY BLOOD DOTH SING WITH THE JOYS OF BATTLE FAIRLY FOUGHT AND WON!

AND THIS PIECE OF AVENGERS HEADQUARTERS IS STILL ATTACHED TO THE OUTSIDE WALL OF THE POLYDYNE FACTORY.*

*HOPE YOU DIDN'T MISS THE LAST COUPLE OF ISSUES. IT'S ALL MUCH TOO COMPLICATED TO EXPLAIN NOW.~HOWARD

WE CAN USE THE COMMUNICATIONS PANEL TO...

OOPS... NO, WE CAN'T. AS A SEPARATE UNIT THIS ROOM AS QUICKLY EXHAUSTED ITS EMERGENCY POWER SUPPLY. ALL THE SYSTEMS ARE OUT.

EH...?

MY WRIST-COMMUNICATOR...

JOHN JAMESON HERE, CAP.

I'M IN THE SUBSTRUCTURE OF HQ. I DON'T KNOW WHAT YOU GUYS HAVE BEEN UP TO, BUT YOU'VE MADE A HECKUVA MESS.

DID YOU KNOW THERE'S A WHOLE ROOM BEEN PLUCKED OUT OF THE MIDDLE OF THE COMPLEX?

AFFIRMATIVE, COLONEL.

THE REST OF THE AVENGERS AND I HAVE THE MATTER WELL IN HAND. BUT WE'RE A BIT SHORT ON TRANSPORTATION...

"FLY A QUINJET TO THESE COORDINATES..."

WELL, SPIDER-MAN, IT'S BEEN A WHILE SINCE YOU'VE FOUGHT ALONGSIDE THE AVENGERS, BUT YOU ACQUITTED YOURSELF ADMIRABLY.

BUT YOU WERE DRAWN INTO THIS BUSINESS BY A CHANCE OF FATE. SINCE WE MUST NOW FOLLOW NEBULA INTO SPACE...

HEY, HOLD THE PHONE THERE! SOUNDS AN AWFUL LOT LIKE I'M ABOUT TO GET THE GOLDEN TOE HERE!

LOOK, I MAY HAVE BEEN OUT OF MY EVER-LOVIN' WEB-HEAD WHEN I AGREED TO TAG ALONG FOR THIS SONGFEST, BUT AGREE I DID...

...AND WHATEVER HAPPENS NEXT I WANT TO SEE IT THROUGH TO THE END!

SPOKEN LIKE A MAN, SPIDER-MAN!

TO THE QUINJET, EVERYONE! THERE'S WORK TO BE DONE!

MEANWHILE...

BLAST THEM!

BLAST THEM FOR ALL THEIR PUNY, HUMAN INTERFERENCE!

I STOOD UPON THE THRESHOLD OF POWER BEYOND IMAGINING, AND THE AVENGERS HAVE SNATCHED IT FROM MY GRASP.

BUT ALL IS NOT LOST!

BY THE FULL IMPLEMENTATION OF MY FORMER SCHEME I COULD NOT HAVE MASTERED THE UNIVERSE WITHOUT *DESTROYING* IT-- HARDLY AN EQUITABLE TRADE.

THERE IS STILL PLAN B.

LADY...

LADY, AGAIN I MUST CAUTION YOU *AGAINST* SUCH PLANS.

IT WAS ONLY BY SHEER *LUCK* THAT WE WERE ABLE TO STEAL *IT* FROM *HIM*. IF WE ACTIVATE *IT* NOW, IT WILL ALMOST CERTAINLY DRAW *HIM* TO US...

SPEAK TO ME NOT OF *LUCK*, RIGELLIAN.

I WAS ABLE TO STEAL *IT* BECAUSE I AM THE *BEST* AT WHAT I DO. IF *HE* SEEKS TO MEDDLE NOW, HE WILL SOON LEARN THE ERROR OF HIS WAYS.

NOW *GO*! PREPARE THE NECESSARY CHAMBER. WASTE NO MORE OF MY TIME!

YOU HAVE MY BROTHER'S GIFT FOR SPEAKING IN *RIDDLES*, NEBULA. TRULY, YOU ARE A WORTHY HEIR TO THANOS!

I SUSPECT THAT TO BE SOME FORM OF *SARCASM*, UNCLE. BUT I'LL TAKE IT AS THE *COMPLIMENT* IT SOUNDS LIKE.

BEFORE I AM DONE HERE, I WILL MAKE ALL MY GREAT GRANDFATHER'S DREAMS SEEM LIKE PALTRY THINGS INDEED. FOR I HAVE FOUND THE *STONES OF HALKOR*!

YOU FOUND *SOME* STONES, NEBULA. AND I WAS THERE WHEN YOU DID.

BUT THE STONES OF HALKOR ARE NOTHING BUT MYTH--AND I WOULD HAVE THOUGHT YOU'D KNOW THAT.

IMPUDENT DOG!

OR DID YOUR NANNY SO FILL YOUR BRAIN WITH *FAIRY TALES* THERE IS NO ROOM FOR COMMON SENSE AND REASON?

I HAVE IN MY WRIST-BLASTERS THE POWER TO REDUCE THAT HANDSOME HEAD OF YOURS TO A HANDFUL OF *ASH!* DARE YOU SPEAK SO TO ME?

:YAWN:

PERHAPS YOU ARE *NOT* SO WORTHY OF THANOS'S LEGACY AS I HAD THOUGHT. AT LEAST MY DEAR DEAD BROTHER WAS NEVER ONE FOR EMPTY *BLUSTER*...

SWINE!

NOW YOU *DIE*, EROS OF TITAN!

BLOOD OF MY BLOOD THOUGH YOU MAY BE...

AND SO YOU INSURE YOUR PLACE IN THE CANON OF THE IMMORTALS, NEBULA?

ONE WHO SLAYS HER OWN KIN... WHEN THEY ARE TIED TO CHAIRS?

I THINK YOU'RE MORE *REASONABLE* THAN THAT, MY NIECE.

MUCH, MUCH MORE *REASONABLE*...

...*REASONABLE*...

BLAST YOUR EYES, STARFOX...

I HAVE BETTER THINGS TO DO THAN PLAY GAMES WITH YOU!

YOUR QUEST FOR THE COMBINATION SEEMS TO BE TAKING LONGER THAN ANTICIPATED, IRON MAN.

I WILL USE MY ABILITY TO ALTER MY DENSITY AND PENETRATE THE SHIP'S HULL IN ORDER THAT I MAY SCOUT AHEAD.

GOOD IDEA...

...THOUGH YOU SURE HAVE DEVELOPED A *LONG WINDED* WAY OF EXPRESSING YOURSELF SINCE YOU GOT PUT BACK TOGETHER.

WE'VE ALL BEEN THROUGH SOME CHANGES IN THE YEARS SINCE WE FORMED THE AVENGERS, BUT NONE QUITE SO MUCH AS YOU, MY ANDROID FRIEND.

WOULD WE ANY OF US HAVE BELIEVED A WORD OF IT, IF ANYONE HAD TOLD US YOUR FUTURE ON THAT DAY WE FIRST ENCOUNTERED YOU?

VISION, I'M IN.

ARE YOU...

YES, I GUESS YOU ARE.

ANY MORE SIGNS OF RESISTANCE?

THESE THREE WERE THE ONLY GUARDS STATIONED BY THE AIRLOCK, IRON MAN.

HOWEVER, I SUSPECT IT WOULD BE A SAFE ASSUMPTION THAT A SHIP OF THIS SIZE HAS MORE THAN A SKELETON CREW, HOWEVER WELL AUTOMATED IT MAY BE.

MEANING THERE'S LIKELY TO BE A WELCOMING COMMITTEE WAITING 'ROUND EVERY...

...CORNER...

INTRUDERS!

DESTROY THEM!!

YOUR METHODOLOGY IS SERIOUSLY AT ODDS WITH YOUR STATED INTENT.

YOU HAVE NO HOPE OF DESTROYING AN ENEMY IF YOU DO NOT FIRST ASSESS HIS WEAKNESSES.

SAVE THE ELEMETARY TACTICS LESSON, VISION.

THESE GRUNTS MAY BE LITTLE MORE THAN COMMON THUGS, BUT THEY OUTNUMBER US CONSIDERABLY.

LET'S SEE WHAT WE CAN DO ABOUT *DECREASING* THE ODDS WITHOUT ACTUALLY *KILLING* ANYBODY!

I CONCUR.

ALTHOUGH THEY ARE ALIENS, AND WITHOUT DISCERNIBLE MORAL FIBER...

...THEY ARE SENTIENT LIFE FORMS, AND SHOULD NOT BE SLAUGHTERED INDISCRIMINATELY.

WHICH DOESN'T MEAN WE CAN'T *BRUISE* 'EM JUST A TAD...

EARTHLINGS!

THE MISTRESS'S ENEMIES HAVE BREACHED THE SHIP!

WE MUST SOUND FULL ALERT!

WHERE IN BLAZES ARE THEY ALL COMING FROM?

SEEMS LIKE FOR EVERY THREE WE KNOCK DOWN THERE'RE SIX TO TAKE THEIR PLACES! IF THIS DOESN'T LET UP SOON WE'RE GOING TO BE...

CAP TO IRON MAN.

CAP TO IRON MAN. WE'RE APPROACHING NEBULA'S SHIP.

DO YOU READ ME, IRON MAN?

LIKE A GOOD BOOK, CAPTAIN!

HOME ON MY SIGNAL. VISION AND I HAVE GOT A BIT OF A TO-DO ON OUR HANDS.

"TO-DO?"

FRACAS. BROUHAHA. MELEE.

WHATEVER YOU CALL IT, IT SURE SOUNDED LIKE OL' SHELL-HEAD HAD LANDED IN THE SOUP!

COLLOQUIAL AS EVER, SPIDER-MAN.

HOLD ON NOW! I'M MONITORING WEAPON SYSTEMS BECOMING ACTIVE IN THAT VESSEL'S OUTER HULL.

"WE MAY BE IN FOR A BIT OF A ROUGH RIDE GETTING CLOSE ENOUGH TO HELP IRON MAN AND THE VISION."

WHOUF!

YOUR ARMOR IS DAMAGED, IRON MAN. FALL BACK WHILE I DEAL WITH THIS WAVE.

I'M BEGINNING TO KNOW WHAT A MILK SHAKE FEELS LIKE!

"THAT WAVE" IS RIGHT, VISION!

WE'VE GOT ANOTHER BUNCH COMING AT US FROM BEHIND!

THEN THIS MUST BE ONE OF THOSE "NICK OF TIME" SITUATIONS I'M ALWAYS HEARING ABOUT, IRON MAN!

HEY, WATCH IT, CAP! BEING GLIB IN THE FACE OF MASSIVE MENACE IS *MY* METIER!

ANYBODY'D THINK I WAS A BAD INFLUENCE ON YOU GUYS!

JUST IN TIME, BOYS AND GIRLS!

WHUUU!

THOR! YOU LOOK LIKE JUST WHAT THE DOCTOR ORDERED!

AS WELL I SHOULD, ARMORED ONE!

BEHOLD THE RIGHT PRESCRIPTION FOR DEALING WITH YON MISCREANTS!

TAKE ONE SACRED HAMMER...

...AND BOTHER NOT TO CALL ME ON THE MORROW!

SPIDER-MAN MAY BE RIGHT! I DON'T THINK I'VE EVER HEARD THOR CRACK A JOKE --EVEN A BAD ONE!

HAVING THE WEB-SLINGER AROUND SEEMS TO BE CAUSING US ALL TO LIGHTEN UP.

NOT THAT THESE GOONS WOULD NOTICE, I DON'T SUPPOSE!

OOPS! LOOKS LIKE THAT WEBBING IS CLOUDING YOUR VIEW JUST A BIT, HUH, GUYS?

NO NEED TO THANK ME, THOUGH!

I KNOW IT'S PROBABLY A *RELIEF* NOT TO LOOK AT EACH OTHER'S UGLY MUGS!

I MEAN, HEY! I'LL BET J. JONAH JAMESON SCRAPES BETTER LOOKING THINGS FROM UNDER HIS TOENAILS!

NICELY PLAYED, SPIDER-MAN! YOU WORK BETTER IN A GROUP SITUATION THAN I WOULD HAVE EXPECTED!

WE'VE TURNED THE TIDE! THEY'RE FALLING BACK!

ER...

DON'T MEAN TO DIP MY LITTLE FLY IN YOUR OINTMENT, CAP...

"...BUT I THINK THEY'RE JUST MAKING ROOM FOR GOLIATH'S BIG BROTHER HERE..."

SPIDER-MAN, DUCK!

WE'VE GOT TO FIND OUT HOW TOUGH THIS BRUISER IS...

"...AND FAST!"

WHUNG!

RHAHHRRR!!

FALL BACK! FALL BACK!

GRON WILL SLAUGHTER ALL IN HIS PATH! FRIEND AND FOE ALIKE!

CHEE-EEZ!!

I DIDN'T KNOW WHEN I WAS WELL OFF!

HERE I COULD BE HOME ON EARTH...

...TAKING MY LUMPS FROM DOC OCK OR THE VULTURE!

AND INSTEAD, I'M PLAYING HERO ON THE DARK SIDE OF THE MOON!

BY THE WAY, CAP, I'VE BEEN MEANING TO ASK...

DOESN'T THAT UNION SUIT OF YOURS VIOLATE THE CONTEMPT-OF-FLAG LEGISLATIONS?

I'VE NEVER MUCH THOUGHT ABOUT IT, SPIDER-MAN.

A FLAG IS ONLY A PIECE OF CLOTH, AFTER ALL.

IT'S WHAT IT REPRESENTS THAT MATTERS...

WOW! YOU'VE GOT A SPEECH FOR EVERY OCCASION, HAVEN'T YOU, CAP?

WELL, I'M A LITTLE MORE MUSICAL THAN VERBAL!

LIKE, HERE'S A SNAPPY LITTLE NUMBER I CALL "CONCERTO FOR FISTS AND BELLY BUTTONS"...

WHUK

UH-OH. OBVIOUSLY A LOW-BROW TYPE ... *PLEATED* BROW, IN FACT.

QUITE SO, SPIDER-MAN. AND ONE WHO IS TOO MUCH OF A *PIG* TO APPRECIATE YOUR EFFORTS IN THE FINE ARTS...

...SHOULD LOOK THE PART!

WOW! DIBS ON THE RIBS, SERS!

SQUEEE...?

WE CAN DISCUSS THAT LATER.

IT WOULD APPEAR CAPTAIN AMERICA'S EARLIER PRONOUNCEMENT IS PROVING *CORRECT.*

AYE AND AYE AGAIN, SERS! YON ALIENS DO RETREAT AT LAST BEFORE OUR MIGHT.

LOOKS LIKE SOME KIND OF CENTRAL CONTROL AREA AHEAD.

MAKES SENSE. THAT'S THE DOOR THEY WERE FIGHTING THE HARDEST TO PROTECT.

IT MUST BE THROUGH THIS DOOR THEY ARE HOLDING STARFOX.

PRAY WE'RE IN...

GREETINGS, AVENGERS!

...TIME...?

I HOPE YOU DID NOT HAVE TOO MUCH TROUBLE GETTING HERE. AS YOU CAN SEE...

THE MATTER IS QUITE WELL IN HAND!

OF COURSE! YOU USED THAT "PLEASURE ZAP" POWER OF YOURS TO...

FORGIVE ME FOR INTERRUPTING YOU, CAPTAIN...

...BUT I SEE THERE ARE SOME OTHERS I MUST ATTEND TO!

AMAZING!

YOU OVERLOAD THE PLEASURE CENTERS OF THEIR BRAINS AND THEY DROP OFF INTO DREAMLAND!

I'M AMAZED THEY HADN'T FOUND A WAY TO COUNTER THAT POWER, THOUGH, EROS!

WELL, AS A MATTER OF FACT, THEY HAD.

BUT I TRICKED THEM-- RATHER PAINFULLY ON MY PART, I MIGHT ADD-- INTO LOOSENING JUST ENOUGH OF THE ELECTRODES ON THE CYBER-HELMET THAT I WAS ABLE TO USE MY POWER AGAIN.

NOW MY NAUGHTY NIECE WILL DREAM HER LITTLE DREAMS OF UNIVERSAL CONQUEST WITHOUT HARMING ANYONE!

WOW!

AND THAT'S ABOUT IT FOR MY "WOW" QUOTA TODAY!

AND IF THAT'S ALL FOR THIS CAPER, I COULD USE A LIFT BACK TO TERRA FIRMA.

I DON'T THINK MY WEBBING WILL REACH THAT FAR.

OF COURSE, SPIDER-MAN.

BUT BEFORE WE LEAVE, AS AVENGERS CHAIRMAN, I HAVE A PROPOSITION FOR YOU...

HOW WOULD YOU LIKE TO JOIN THE AVENGERS?

WOW!

YOU'VE BEEN UP FOR MEMBERSHIP IN THE PAST, BUT SOMETHING HAS ALWAYS MANAGED TO TRIP YOU UP.

BUT ON THE BASIS OF WHAT I'VE JUST SEEN, I THINK YOU'D MAKE A VALUABLE ADDITION.

I HATE TO ADMIT IT, BUT IT SEEMS LIKE YOUR *BOISTEROUSNESS* DOES MORE FOR TEAM SPIRIT AND MORALE THAN A HUNDRED OF MY SPEECHES.

I...I...I DON'T KNOW WHAT TO SAY!

I BELIEVE "I ACCEPT" WOULD BE A WISE RESPONSE, SPIDER-MAN.

AYE! SAY YE "YEA!" SPINNER OF WEBS! THE SON OF ODIN WOULD BE *PROUD* TO FIGHT ALWAYS AT THY SIDE!

AND THINK OF THE PICTURES I MIGHT GET FOR THE *DAILY BUGLE!*

WHAT THE HECK--

WORST THING THAT COULD HAPPEN IS YOU COULD KICK ME OUT.!

EXCELLENT! WE'RE *HONORED* TO HAVE YOU, SPIDER-MAN!

AND IF THIS ISN'T THE STUFF OF *HALLMARK* COMMERCIALS...

...I DON'T KNOW WHAT IS...

HEY! DID YOU FEEL THAT?

A VIBRATION... NO, A *SERIES* OF VIBRATIONS! AS IF SOMETHING WERE... TEARING ITS WAY THROUGH THE SHIP...

NOT "SOMETHING", EROS OF TITAN...

SAY RATHER "SOMEONE!"

THE STRANGER!!

W...

OH, FORGET IT!

IN 30 DAYS!

NEXT ISSUE: SPIDER-MAN'S FIRST DAY AS AN AVENGER MAY BE HIS LAST! DON'T MISS...

BUSINESS AS USUAL!

ZONE